

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Chapter 7

DECURTIS HOLDINGS LLC, *et al.*,¹

Case No. 23-10548 (JKS)

Debtors.

(Jointly Administered)

Hearing Date: TBD

Objection Deadline: October 10, 2023 at 4:00 p.m. (ET)

**COVER SHEET TO THE COMBINED THIRD MONTHLY, FIRST INTERIM, AND
FINAL APPLICATION OF COOLEY LLP, AS COUNSEL TO THE DEBTORS,
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE
(I) MONTHLY PERIOD OF AUGUST 1, 2023 THROUGH AUGUST 29, 2023, AND
(II) INTERIM AND FINAL PERIOD OF APRIL 30, 2023 THROUGH AUGUST 29, 2023**

Basic Information

Name of Applicant	Cooley LLP
Name of Clients	Debtors
Petition Date	April 30, 2023
Retention Date	Effective as of April 30, 2023
Date of Order Approving Employment	June 5, 2023

Third Monthly Period

Time Period Covered	August 1, 2023 through August 29, 2023
Total Hours Billed	89.2
Total Fees Requested	\$99,870.50
80% of Fees Sought	\$79,896.40
Total Expenses Requested	\$6,125.52
Blended Rate (All Timekeepers)	\$1,119.62
Blended Rate (All Attorneys) ²	\$1,209.40

First Interim and Final Period

Time Period Covered	April 30, 2023 through August 29, 2023
Total Hours Billed	2,151.1
Total Fees Requested	\$2,061,100.60
Total Expenses Requested	\$15,869.15
Blended Rate (All Timekeepers)	\$958.16
Blended Rate (All Attorneys) ²	\$1,222.48

¹ The Debtors in these chapter 7 cases, along with the last four digits of each Debtor's federal tax identification number include: DeCurtis Holdings LLC (2384) and DeCurtis LLC (9241). The location of the Debtors' service address in these chapter 7 cases is 3208 East Colonial Drive, Suite C190, Orlando, FL 32803.

² The blended hourly rate for attorneys does not include summer associates, law clerks, e-discovery attorneys, staff attorneys, or contract attorneys.

Historical Information

Fees Approved to Date by Interim Order	
Expenses Approved to Date by Interim Order	N/A
Allowed Fees Paid to Date	N/A
Allowed Expenses Paid to Date	\$1,316,114.00
	\$2,000.70

This is Cooley LLP's combined third monthly, first interim, and final fee application in the chapter 11 cases.³

The total time expended in connection with the preparation of this fee application is not included herein as such time was expended after the Final Period.

³ On August 29, 2023, the Court entered the *Order Granting Emergency Motion of the Debtors (I) for an Order, Pursuant to Section 1112(A) of the Bankruptcy Code, Converting the Debtors' Cases to Cases Under Chapter 7, (II) Establishing a Deadline for Filing Final Chapter 11 Fee Applications and Setting a Hearing Thereon, and (III) Granting Related Relief* [D.I. 545] (the "Conversion Order"), converting the chapter 11 cases of the above-captioned debtors to cases under chapter 7 of the Bankruptcy Code.

PRIOR INTERIM FEE APPLICATION

None.

MONTHLY FEE APPLICATIONS SUBJECT TO THE INTERIM PERIOD

		Requested		Approved		
Date Filed	Period Covered	Fees	Expenses	Fees [80%]	Expenses [100%]	Fee Holdback
First Monthly 7/3/2023 [D.I. 309]	4/3/2023 – 5/31/2023	\$750,438.50	\$380.43	\$600,350.80 ⁴	\$380.43	\$150,087.70
Second Monthly 8/18/2023 [D.I. 485]	6/1/2023 – 7/31/2023	\$1,210,791.60	\$9,363.20	\$968,633.28 ⁵	\$9,363.20	\$242,158.32
Third Monthly [filed herein]	8/1/2023 – 8/29/2023	\$99,870.50	\$6,125.52	\$0.00	\$0.00	\$19,974.10

⁴ A CNO was filed on July 25, 2023 [D.I. 416].

⁵ A CNO was filed on September 11, 2023 [D.I. 599].

COMPENSATION BY TIMEKEEPER DURING THE MONTHLY PERIOD

Name of Professional Person⁶	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Cullen D. Speckhart	Partner; Member of Virginia Bar since 2009, New York Bar since 2010, Missouri Bar since 2016, and District of Columbia Bar since 2020; Area of Expertise: Bankruptcy	\$1,600	18.4	\$29,440.00
Stephen R. Smith*	Partner; Member of Massachusetts Bar since 1996, District of Columbia Bar since 1997, and Virginia Bar since 2011; Area of Expertise: IP Litigation	\$1,595	3.7	\$5,901.50
Steve Flores*	Partner; Member of Illinois Bar since 2007; Area of Expertise: Compensation and Benefits	\$1,430	0.5	\$715.00
Aaron D. Binstock*	Partner; Member of Virginia Bar since 2009, Maryland Bar since 2009, and District of Columbia Bar since 2012; Area of Expertise: Mergers and Acquisitions	\$1,335	0.2	\$267.00
Michael Aaron Klein*	Partner; Member of New York Bar since 2005; Area of Expertise: Bankruptcy	\$1,335	0.4	\$534.00
Meredith R. Klionsky*	Associate; Member of Massachusetts Bar since 2013 and District of Columbia Bar since 2017; Area of Expertise: Mergers and Acquisitions	\$1,250	0.6	\$750.00
Evan M. Lazerowitz	Associate; Member of the New Jersey Bar since 2013 and New York Bar since 2014; Area of Expertise: Bankruptcy	\$1,240	30.2	\$37,448.00
Paul J. Springer*	Associate; Member of New York Bar since 2016; Area of Expertise: Bankruptcy	\$1,235	3.7	\$4,569.50

⁶ Certain of Cooley's specialists provided services to the Debtors in connection with discrete issues that arose in connection with the chapter 11 cases and are indicated by an asterisk (*).

Name of Professional Person⁶	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Steven A. Zuckerman*	Associate; Member of New York Bar since 2016; Area of Expertise: Employment/Labor	\$1,235	1.7	\$2,099.50
Beth Shrieves*	Associate; Member of the Virginia Bar since 2018 and District of Columbia Bar since 2020; Area of Expertise: IP Litigation	\$1,080	1.8	\$1,944.00
Marquavious A. Strozier*	Associate; Member of New York Bar since 2022; Area of Expertise: Corporate	\$780	1.0	\$780.00
Amanda L. Lindner	Associate; Member of New York Bar since 2023; Area of Expertise: Bankruptcy	\$670	17.1	\$11,457.00
Mollie N. Canby	Paralegal	\$415	5.8	\$2,407.00
Denise Cahir	Paralegal	\$380	4.1	\$1,558.00
TOTAL			89.2	\$99,870.50
Blended Hourly Rate for All Timekeepers				\$1,119.62
Blended Hourly Rate for Attorneys⁷				\$1,209.40

⁷ The blended hourly rate for attorneys does not include e-discovery attorneys, staff attorneys, or contract attorneys.

COMPENSATION BY TIMEKEEPER DURING THE INTERIM AND FINAL PERIOD

Name of Professional Person⁸	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Jeffrey J. Tolin	Partner; Member of New York Bar since 1997; Area of Expertise: Tax	\$1,850	6.4	\$11,840.00
Cullen D. Speckhart	Partner; Member of Virginia Bar since 2009, New York Bar since 2010, Missouri Bar since 2016, and District of Columbia Bar since 2020; Area of Expertise: Bankruptcy	\$1,600	218.2	\$349,120.00
Stephen R. Smith*	Partner; Member of Massachusetts Bar since 1996, District of Columbia Bar since 1997, and Virginia Bar since 2011; Area of Expertise: IP Litigation	\$1,595	72.8	\$116,116.00
Steve Flores*	Partner; Member of Illinois Bar since 2007; Area of Expertise: Compensation and Benefits	\$1,430	0.5	\$715.00
Jason M. Savich	Partner; Member of California Bar since 2008; Area of Expertise: Debt Finance	\$1,395	5.2	\$7,254.00
Aaron D. Binstock*	Partner; Member of Virginia Bar since 2009, Maryland Bar since 2009, and District of Columbia Bar since 2012; Area of Expertise: Mergers and Acquisitions	\$1,335	13.3	\$17,755.50
Michael Aaron Klein	Partner; Member of New York Bar since 2005; Area of Expertise: Bankruptcy	\$1,335	113.3	\$151,255.50
Gerard D. O'Shea*	Partner; Member of Massachusetts Bar since 2004 and New York Bar since 2005; Area of Expertise: Employment/Labor	\$1,310	4.0	\$5,240.00

⁸ Certain of Cooley's specialists provided services to the Debtors in connection with discrete issues that arose in connection with the chapter 11 cases and are indicated by an asterisk (*).

Name of Professional Person⁸	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Robert L. Eisenbach*	Of Counsel; Member of California Bar since 1986; Area of Expertise: Bankruptcy	\$1,560	1.4	\$2,184.00
Jacquelyn M. Burke*	Special Counsel; Member of Massachusetts Bar since 2007 and New York Bar since 2008; Area of Expertise: Insurance	\$1,290	1.8	\$2,322.00
Stacey A. Bradford*	Special Counsel; Member of District of Columbia Bar since 1996; Area of Expertise: Compensation and Benefits	\$1,260	1.6	\$2,016.00
Erica J. Richards*	Associate; Member of New York Bar since 2007; Area of Expertise: Bankruptcy	\$1,260	0.2	\$252.00
Kimberly P. Nguyen*	Special Counsel; Member of Maryland Bar since 2009, District of Columbia Bar since 2010, and Virginia Bar since 2017; Area of Expertise: Technology Transactions	\$1,260	2.2	\$2,772.00
Bryan Y. Liu*	Associate; Member of California Bar since 2012; Area of Expertise: Debt Finance	\$1,250	3.3	\$4,125.00
Meredith R. Klionsky	Associate; Member of Massachusetts Bar since 2013 and District of Columbia Bar since 2017; Area of Expertise: Mergers and Acquisitions	\$1,250	18.7	\$23,375.00
Leo J. Spicer-Phelps*	Associate; Member of Bar of England and Wales since 2014; Area of Expertise: Technology Transactions	\$1,245	0.9	\$1,120.50
Evan M. Lazerowitz	Associate; Member of New Jersey Bar since 2013 and New York Bar since 2014; Area of Expertise: Bankruptcy	\$1,240	486.9	\$603,756.00
Paul J. Springer	Associate; Member of New York Bar since 2016; Area of Expertise: Bankruptcy	\$1,235	81.2	\$100,282.00
Steven A. Zuckerman*	Associate; Member of New York Bar since 2016; Area of Expertise: Employment/Labor	\$1,235	1.7	\$2,099.50

Name of Professional Person⁸	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Timothy Nguyen*	Associate; Member of New York Bar since 2017; Area of Expertise: Corporate	\$1,235	0.9	\$1,111.50
Dustin M. Knight	Associate; Member of the Virginia Bar since 2017 and District of Columbia Bar since 2021; Area of Expertise: IP Litigation	\$1,205	18.4	\$22,172.00
Beth Shrieves	Associate; Member of the Virginia Bar since 2018 and District of Columbia Bar since 2020; Area of Expertise: IP Litigation	\$1,080	249.7	\$269,676.00
Cristina L. DeBiase*	Associate; Member of Virginia Bar since 2019 and DC Bar since 2019; Area of Expertise: Technology Transactions	\$1,080	4.8	\$5,184.00
Maya S. Rahwanji	Associate; Member of Illinois Bar since 2019 and New York Bar since 2022; Area of Expertise: Mergers and Acquisitions	\$995	22.2	\$22,089.00
Samuel R. Rabuck	Associate; Member of Illinois Bar since 2019; Area of Expertise: Bankruptcy	\$995	49.6	\$49,352.00
Xueqing Li	Associate; Member of California Bar since 2021; Area of Expertise: Debt Finance	\$890	7.0	\$6,230.00
Marquavious A. Strozier	Associate; Member of New York Bar since 2022; Area of Expertise: Corporate	\$780	62.8	\$48,984.00
Nicholas R. Perez*	Associate; Member of Illinois Bar since 2022 and DC Bar since 2023; Area of Expertise: General Corporate	\$780	1.4	\$1,092.00
Amanda L. Lindner	Associate; Member of New York Bar since 2023; Area of Expertise: Bankruptcy	\$670	102.1	\$68,407.00
Hitesh Patel	E-Discovery Attorney; Member of Maryland Bar since 2004 and District of Columbia Bar since 2006	\$560	30.1	\$16,856.00

Name of Professional Person⁸	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Michael E. Herring	Document Review Staff Attorney; Member of the Maryland Bar since 2011 and the District of Columbia Bar since 2012	\$355	81.4	\$28,897.00
John M. Schlenz	Document Review Staff Attorney; Member of the District of Columbia Bar since 1998	\$355	78.1	\$27,725.50
Hugh B. Stuart	Document Review Staff Attorney; Member of the District of Columbia Bar since 1992	\$355	18.2	\$6,461.00
Alexandra Marcus	Document Review Staff Attorney; Member of the New York Bar since 2012	\$355	14.5	\$5,147.50
Jee-Hyeon J. Kim	Temporary Contract Attorney	\$54	21.0	\$1,134.00
Robert D. Breen	Temporary Contract Attorney	\$54	27.5	\$1,485.00
Brittany A. Sterling	Temporary Contract Attorney	\$54	22.0	\$1,188.00
Yvonne G. Carlile	Temporary Contract Attorney	\$54	27.6	\$1,490.40
Lisa P. Dennis	Temporary Contract Attorney	\$54	14.2	\$766.80
Sarah G. Garris	Temporary Contract Attorney	\$54	20.0	\$1,080.00
Todd W. Hutton	Temporary Contract Attorney	\$54	29.0	\$1,566.00
Alejandrina M. Luna	Temporary Contract Attorney	\$54	18.4	\$993.60
Christian L. Ornelas	Temporary Contract Attorney	\$54	16.2	\$874.80
Johann T. Toucet	Temporary Contract Attorney	\$54	11.5	\$621.00
Mollie N. Canby	Paralegal	\$415	5.9	\$2,448.50
Denise Cahir	Paralegal	\$380	91.0	\$34,580.00
Larissa Diaz	Paralegal	\$340	4.4	\$1,496.00
Philip J. Anton	Litigation/E-Discovery Services	\$420	0.3	\$126.00
Kirk Gill	Litigation/E-Discovery Services	\$420	1.0	\$420.00
Matthew Thompson	Litigation/E-Discovery Services	\$420	65.3	\$27,426.00
Arthur Daye	Litigation/E-Discovery Services	\$420	1.0	\$420.00
TOTAL			2,151.1	\$2,061,100.60
Blended Hourly Rate for All Timekeepers				\$958.16

Name of Professional Person⁸	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Blended Hourly Rate for Attorneys⁹				\$1,222.48

⁹ The blended hourly rate for attorneys does not include e-discovery attorneys, staff attorneys, or contract attorneys.

TIME BILLED BY PROJECT CATEGORY DURING THE MONTHLY PERIOD

Subject Matter Categories		Hours Spent	Fees
B01	Asset Analysis and Recovery	4.1	\$5,552.00
B02	Asset Disposition	10.0	\$12,014.50
B03	Business Operations	1.7	\$2,099.50
B04	Case Administration	2.4	\$2,526.50
B06	Employee Benefits/Pensions	0.5	\$715.00
B07	Fee/Employment Applications	8.6	\$5,762.00
B07A	Cooley Fee Application	13.6	\$7,401.00
B09	Financing and Cash Collateral	1.6	\$1,523.50
B10	Litigation	9.3	\$12,694.50
B11	Meetings	9.7	\$12,528.50
B13	Relief From Stay Proceedings	2.2	\$2,728.00
B14	Travel	2.4	\$2,976.00
B18	Leases and Executory Contracts	0.3	\$370.50
B19	Preparation For and Attendance At Court Hearings	22.8	\$30,979.00
	TOTAL	89.2	\$99,870.50

TIME BILLED BY PROJECT CATEGORY DURING THE INTERIM AND FINAL PERIOD

Subject Matter Categories		Hours Spent	Fees
B01	Asset Analysis and Recovery	14.3	\$18,328.00
B02	Asset Disposition	245.1	\$265,229.50
B03	Business Operations	5.3	\$6,562.00
B04	Case Administration	105.9	\$102,732.00
B05	Claims	52.9	\$73,640.00
B06	Employee Benefits/Pensions	6.1	\$7,971.00
B07	Fee/Employment Applications	36.5	\$29,810.50
B07A	Cooley Fee Application	27.2	\$16,513.00
B07B	Cooley Employment Application	2.7	\$1,026.00
B07D	Other Fee Applications	0.5	\$335.00
B08	Fee/Employment Objections	1.0	\$1,235.00
B09	Financing and Cash Collateral	55.5	\$69,461.00
B10	Litigation	1,158.1	\$930,026.10
B11	Meetings	31.4	\$39,293.50
B13	Relief From Stay Proceedings	74.6	\$85,639.50
B14	Travel	2.4	\$2,976.00
B17	Corporate Finance	0.5	\$617.50
B18	Leases and Executory Contracts	56.1	\$66,699.50
B19	Preparation For and Attendance At Court Hearings	266.4	\$328,393.50
B21	Tax Issues	6.4	\$11,840.00
B29	Intellectual Property	2.2	\$2,772.00
	TOTAL	2,151.1	\$2,061,100.60

EXPENSE SUMMARY DURING THE MONTHLY PERIOD

Expense Category	Amount
Additional Services	\$143.79
Federal Express	\$23.26
Monthly Relativity User Access Fee	\$1,350.00
Monthly RelOne Data Hosting Fee	\$546.90
Research Database/Document Retrieval	\$1,481.56
Train Fare	\$490.00
Transportation	\$74.96
Trial Transcript (Veritext LLC)	\$2,015.05
TOTAL	\$6,125.52

TRAIN FARE DETAIL

Date	Total Amount	Description	Timekeeper
7/14/2023	\$20.00	Train booking fee in connection with attendance at pretrial conference on July 17, 2023 and evidentiary hearing on July 18-20, 2023	E. Lazerowitz
7/16/2023	\$194.00	Train fare (\$304.00, reduced to \$194.00) [one way first-class ticket from Newark, NJ to Wilmington, DE on July 16, 2023] in connection with attendance at pretrial conference on July 17, 2023 and evidentiary hearing on July 18-20, 2023 [\$304.00 first-class train fare reduced by \$110.00 to reflect comparable business class ticket]	E. Lazerowitz
7/17/2023	\$150.00	Train fare (\$130.00) and booking fee (\$20.00) [one way business class ticket from Washington, DC to Wilmington, DE] in connection with attendance at pretrial conference on July 17, 2023 and evidentiary hearing on July 18-20, 2023	C. Speckhart

Date	Total Amount	Description	Timekeeper
7/17/2023	(\$130.00)	Refund of train fare (\$130.00) due to cancelled train on July 17, 2023	C. Speckhart
7/17/2023	\$150.00	Train fare (\$231.00, reduced to \$130.00) and booking fee (\$20.00) [one way first-class ticket from Washington, DC to Wilmington, DE on July 17, 2023] in connection with attendance at pretrial conference on July 17, 2023 and evidentiary hearing on July 18-20, 2023 [\$231.00 first-class train fare reduced by \$101.00 to reflect comparable business class ticket]	C. Speckhart
7/20/2023	\$106.00	Train fare (\$86.00) and booking fee (\$20.00) [one way coach ticket from Wilmington, DE to BWI Airport on July 20, 2023] in connection with attendance at pretrial conference on July 17, 2023 and evidentiary hearing on July 18-20, 2023	S. Smith
TOTAL	\$490.00		

TRANSPORTATION DETAIL

Date	Total Amount	Description	Timekeeper
7/16/2023	\$65.98	Uber from home to Newark, NJ train station in connection with attendance at pretrial conference on July 17, 2023 and evidentiary hearing on July 18-20, 2023	E. Lazerowitz
7/16/2023	\$8.98	Uber from Wilmington, DE train station to hotel in connection with attendance at pretrial conference on July 17, 2023 and evidentiary hearing on July 18-20, 2023	E. Lazerowitz
TOTAL	\$74.96		

EXPENSE SUMMARY DURING THE INTERIM AND FINAL PERIOD

Expense Category	Amount
Additional Services	\$143.79
E-Discovery Technology Services RelOne Database	\$303.20
Federal Express	\$74.79
Hotels	\$678.90
Meals	\$18.00
Monthly Relativity User Access Fee	\$4,050.00
Monthly RelOne Data Hosting Fee	\$1,523.10
Research Database/Document Retrieval	\$3,883.93
Train Fare	\$1,252.00
Transportation	\$193.79
Trial Transcript (Veritext LLC)	\$3,747.65
TOTAL	\$15,869.15

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

DECURTIS HOLDINGS LLC, *et al.*,¹

Debtors.

)
) Chapter 7
)
) Case No. 23-10548 (JKS)
)
) (Jointly Administered)
)
) **Hearing Date: TBD**
) **Objection Deadline: October 10, 2023 at 4:00 p.m. (ET)**

**COMBINED THIRD MONTHLY, FIRST INTERIM, AND FINAL
APPLICATION OF COOLEY LLP, AS COUNSEL TO THE DEBTORS,
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE
(I) MONTHLY PERIOD OF AUGUST 1, 2023 THROUGH AUGUST 29, 2023, AND
(II) INTERIM AND FINAL PERIOD OF APRIL 30, 2023 THROUGH AUGUST 29, 2023**

Cooley LLP (“Cooley” or “Applicant”), counsel to DeCurtis Holdings LLC, *et al.*, the above-captioned debtors (the “Debtors”) and debtors in possession prior to the conversion of these cases, as more fully described below, respectfully represents:

INTRODUCTION

1. This is Applicant’s combined third monthly application, first interim, and final application (this “Application”) for allowance of compensation and reimbursement of expenses pursuant to §§ 330 and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals* (the “Interim Compensation Order”) [Docket No. 174].

¹ The Debtors in these chapter 7 cases, along with the last four digits of each Debtor’s federal tax identification number include: DeCurtis Holdings LLC (2384) and DeCurtis LLC (9241). The location of the Debtors’ service address in these chapter 7 cases is 3208 East Colonial Drive, Suite C190, Orlando, FL 32803.

2. This Application seeks (i) monthly allowance of compensation for legal services rendered by Applicant for the period August 1, 2023 through August 29, 2023 (the “Monthly Period”) in the total amount of \$99,870.50 (of which 80% is \$79,896.40), and reimbursement of certain expenses incurred (or first billed by outside vendors to) Applicant in the amount of \$6,125.52; and (ii) interim and final allowance of compensation for legal services rendered by Applicant for the period April 30, 2023 through August 29, 2023 (the “Interim and Final Period”) in the total amount of \$2,061,100.60 (of which 80% is \$1,648,880.48), and reimbursement of certain expenses incurred by (or first billed by outside vendors to) Applicant in the amount of \$15,869.15.

3. This Application complies with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Order.

GENERAL CASE BACKGROUND

4. On April 30, 2023 (the “Petition Date”), the Debtors commenced voluntary cases under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”). Until August 29, 2023, the Debtors operated their business as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. An official committee of unsecured creditors was not appointed in the chapter 11 cases of the above-captioned Debtors [Docket No. 126].

6. On May 18, 2023, the Debtors filed the *Debtors’ Application for Entry of an Order Authorizing the Employment and Retention of Cooley LLP as Counsel for the Debtors Effective as of the Petition Date* [Docket No. 121] (the “Retention Application”).

7. On June 5, 2023, the Bankruptcy Court entered the *Order Authorizing the Employment and Retention of Cooley as Counsel for the Debtors Effective as of the Petition Date*

[Docket No. 213] (the “Retention Order”). The Retention Order authorized the Debtors to retain Cooley as counsel pursuant to sections 327(a) and 328 of the Bankruptcy Code, and authorizes Cooley to be compensated in accordance with, *inter alia*, sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders of the Court.

8. On August 29, 2023, the Court entered the Conversion Order, converting the chapter 11 cases of the above-captioned debtors to cases under chapter 7 of the Bankruptcy Code. Immediately thereafter, Alfred T. Giuliano was appointed as the Debtors’ Chapter 7 Trustee [D.I. 546].

9. In accordance with the Conversion Order, all final requests for compensation by Professionals (as defined in the Conversion Order) must be filed with the Court no later than twenty-one (21) days after the Conversion Date.

JURISDICTION AND STATUTORY PREDICATES

10. The Court has jurisdiction to consider this Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are §§ 105(a), 330 and 331 of the Bankruptcy Code, and Bankruptcy Rule 2016.

SERVICES RENDERED DURING THE MONTHLY PERIOD

11. During the Monthly Period, Applicant’s services to the Debtors included professional advice and representation in connection with discrete categories of issues in the chapter 11 proceeding. The aggregate hours and amount billed for each category are set forth on the cover page to this Application.

12. To apprise the Court of the legal services provided during the Monthly Period, Applicant sets forth the following summary of legal services rendered. The summary is intended

only to highlight the general categories of services performed by Applicant on behalf of the Debtors; it is not intended to set forth each and every item of professional services which the Applicant performed.

Asset Analysis and Recovery

13. This category includes time expended by Applicant with respect to the analysis and recovery of the Debtors' assets. During the Monthly Period, Applicant spent time (i) reviewing the court ownership decision, and (ii) corresponding with the Debtors and the Debtors' ongoing business relationships regarding same.

14. Applicant expended 4.1 hours of time for a charge of \$5,552.00 for services rendered with respect to matters relating to asset analysis and recovery.

Asset Disposition

15. This category includes time expended by Applicant with respect to the disposition of the Debtors' assets. During the Monthly Period, Applicant spent time (i) reviewing and revising the strict foreclosure agreement, (ii) attending the closing of strict foreclosure, and (iii) communicating with the Debtors, and other professionals and interested parties regarding the foregoing.

16. Applicant expended 10.0 hours of time for a charge of \$12,014.50 for services rendered with respect to matters relating to asset disposition

Business Operations

17. This category includes time expended by Applicant with respect to the Debtors' business operations. During the Monthly Period, Applicant spent time (i) communicating with the Debtors' board of directors regarding employee issues, and (ii) reviewing employee-related developments.

18. Applicant expended 1.7 hours of time for a charge of \$2,099.50 for services rendered with respect to matters relating to business operations.

Case Administration

19. This category includes time expended by Applicant on a variety of activities relating to the day-to-day management of the chapter 11 cases. Services rendered in this project category include, among other things, (i) regularly conferring with the Debtors, estate professionals, and other parties in interest regarding the status of the case, (ii) maintaining a critical dates calendar and the Debtors' case docket, (iii) reviewing and filing various pleadings and proposed orders, and (iv) attending to miscellaneous tasks that do not properly fall into any other project category.

20. Applicant expended 2.4 hours of time for a charge of \$2,526.50 for services rendered in connection with case administration.

Fee/Employment Applications²

21. This category includes time expended by Applicant regarding the retention and compensation of professionals in the Debtors' bankruptcy proceedings. Applicant spent time during the Monthly Period, among other things, (i) drafting, revising, and filing its second monthly fee application, (ii) reviewing and revising the retention applications of other estate professionals, and (iii) communicating with the Debtors, estate professionals, the U.S. Trustee, and other interested parties regarding the foregoing.

22. Applicant expended 13.6 hours of time for a charge of \$7,401.00 for services rendered with respect to matters relating to fee and retention applications.

² The summary herein includes services rendered under project categories B07 (Fee/Employment Applications) and B07A (Cooley Fee Application).

Financing and Cash Collateral

23. This category includes time expended by Applicant regarding financing and the user of cash collateral. Applicant spent time during the Monthly Period, among other things, (i) reviewing the DIP budget, (ii) reviewing the DIP termination declaration, and (iii) communicating with the lender and estate professionals and other regarding the foregoing.

24. Applicant expended 1.6 hours of time for a charge of \$1,523.50 for services rendered with respect to matters concerning financing and cash collateral.

Litigation

25. This category includes time expended by Applicant related to litigation matters. During the Monthly Period, Applicant spent time, among other things, (i) coordinating sealing and privilege redactions for final trial exhibits, (ii) reviewing and analyzing court pleadings, and the related court ownership decision and credit bid opinion, and (iii) communicating with the Debtors, estate professionals and other stakeholders regarding the foregoing.

26. Applicant expended 9.3 hours of time for a charge of \$12,694.50 for services rendered with respect to litigation.

Meetings

27. This category includes time expended by Applicant preparing for and attending meetings (via videoconferencing and/or telephonically) with the Debtors, estate professionals, and other interested parties in connection with, *inter alia*, general case strategy, the ownership decision, and transition issues.

28. Applicant expended 9.7 hours of time for a charge of \$12,528.50 for services rendered with respect to preparation for and attendance at meetings.

Relief From Stay Proceedings

29. This category includes time expended by Applicant in connection with stay relief motions. During the Monthly Period, Applicant spent time (i) researching and drafting a letter directed to Carnival Corporation, and (ii) communicating with the Debtors, the lender, and other estate professionals regarding the foregoing.

30. Applicant expended 2.2 hours of time for a charge of \$2,728.00 for services rendered with respect to relief from the automatic stay.

Preparation For and Attendance at Court Hearings

31. This category includes, among other things, time expended by Applicant with respect to preparation for and attendance at hearings and status conferences, including (i) the August 4, 2023 status conference regarding the sealed proposed findings of fact and conclusions of law, (ii) the August 17, 2023 status conference regarding emergent issues related to the ownership decision, (iii) the August 21, 2023 continued status conference, (iv) the August 24, 2023 further continued status conference, and (v) the hearing on case conversion held on August 29, 2023.

32. Applicant expended 22.8 hours of time for a charge of \$30,979.00 for services rendered with respect to preparation for and attendance at Court hearings and status conferences.

MATTERS PERTAINING TO APPLICANT DURING THE MONTHLY PERIOD

33. Applicant has maintained contemporaneous time records which indicate the time that each attorney and professional has spent working on a particular matter and the nature of the work performed. Copies of these time records are annexed to this Application as **Exhibit A**. The total number of hours expended by Applicant's attorneys and professionals during the Monthly

Period in conjunction with the chapter 11 cases is 89.2. All of the services have been rendered by those individuals at Applicant's firm.

34. The personnel who have expended extensive time on this matter during the Monthly Period are as follows: Cullen D. Speckhart, Evan Lazerowitz, and Amanda Lindner have been actively involved in all aspects of the chapter 11 cases and were responsible for the various day-to-day issues that arose during the Monthly Period.

35. Applicant rendered all the professional services for which compensation is requested herein in connection with the Debtors' chapter 11 cases in furtherance of Applicant's professional responsibilities as attorneys for the Debtors.

36. During the Monthly Period, the attorneys and professionals of Applicant devoted 89.2 hours, in rendering professional services to the Debtors, all of which time was reasonable and necessary.

37. Applicant, by experience, training and ability, was fully qualified to perform the services for which compensation is sought here. Applicant represented or held no interest adverse to the Debtors with respect to the matters upon which it was engaged.

38. No agreement or understanding exists between Applicant and any other entity for the sharing of compensation to be received for services rendered in or in connection with the chapter 11 cases.

EXPENSES INCURRED DURING THE MONTHLY PERIOD

39. Annexed as part of the cover sheet is a list of the necessary and actual disbursements incurred during the Monthly Period in connection with the above-described work. The list is derived from the information found in **Exhibit A**. These records indicate that Applicant has advanced \$6,125.52 in necessary and actual out-of-pocket expenses during the Monthly Period.

In connection with these expenses, Applicant charges 25¢ per page for outgoing facsimiles with no charge for incoming facsimiles, 10¢ per page for photocopying and charges for meals only necessitated by meetings with the Debtors, other estate professionals, or when Applicant's personnel would work on these cases through a normal meal period.

ALLOWANCE OF INTERIM AND FINAL COMPENSATION

40. With respect to the level of compensation, section 330 of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person, "reasonable compensation for actual, necessary services rendered." Section 330(a)(3), in turn, provides that:

In determining the amount of reasonable compensation to be awarded . . . , the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including —

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and

- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

41. The congressional policy expressed above provides for adequate compensation in order to continue to attract qualified and competent professionals to bankruptcy cases. *See In Re Busy Beaver Bldg. Ctrs., Inc.*, 19 F.3d 833, 850 (3d Cir. 1994) (“Congress rather clearly intended to provide sufficient economic incentive to lure competent bankruptcy specialists to practice in the bankruptcy courts.”) (citation and internal quotation marks omitted); *In re Drexel Burnham Lambert Group, Inc.*, 133 B.R. 13, 18 (Bankr. S.D.N.Y. 1991) (“Congress’ objective on requiring that the market, not the Court, establish attorneys’ rates was to ensure that bankruptcy cases were staffed by appropriate legal specialists.”).

42. Applicant asserts that in accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. It is respectfully submitted that, had counsel with less experience in these types of matters been retained, the cost to the estates would have been much greater.

43. The fees charged by Applicant in the chapter 11 cases are billed in accordance with the existing billing rates and procedures in effect during the Interim Period. The services rendered by Applicant were necessary and beneficial to the Debtors, consistently performed in a timely manner, and reasonable in light of the value of such services to the Debtors, Applicant’s demonstrated skill and expertise in the bankruptcy field, and the customary compensation charged

by comparably skilled practitioners. Accordingly, Applicant submits that approval of the compensation for professional services and reimbursement of expenses sought herein is warranted.

NOTICE, PRIOR APPLICATION AND CERTIFICATION

44. Notice of this Application has been provided in accordance with the Interim Compensation Order. Applicant submits that the foregoing constitutes good and sufficient notice and that no other or further notice need be provided.

45. No previous application for the relief sought herein has been made to this or any other court.

46. Applicant has reviewed the requirements of the Local Rules, including Local Rule 2016-1, and this Application complies with those rules.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, Applicant hereby respectfully requests (i) monthly allowance of compensation for Applicant's duly authorized, necessary and valuable professional services to the Debtors during the Monthly Period in the aggregate amount of \$99,870.50, and reimbursement of actual and necessary expenses incurred by (or first billed by outside vendors to) Applicant in the amount of \$6,125.52; and (ii) interim allowance and final approval of compensation for Applicant's duly authorized, necessary and valuable professional services to the Debtors during the Interim and Final Period in the aggregate amount of \$2,061,100.60, and reimbursement of actual and necessary expenses incurred by (or first billed by outside vendors to) Applicant in the amount of \$15,869.15; and (iii) awarding Applicant such other and further relief that this Court deems just and proper.

Dated: September 19, 2023

Respectfully submitted,

/s/ Cullen Drescher Speckhart

Cullen Drescher Speckhart, Esq. (admitted *pro hac vice*)

Michael A. Klein, Esq. (admitted *pro hac vice*)

Evan Lazerowitz, Esq. (admitted *pro hac vice*)

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Counsel for the Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 7
)	
DECURTIS HOLDINGS LLC, <i>et al.</i> , ¹)	Case No. 23-10548 (JKS)
)	
Debtors.)	(Jointly Administered)
)	

CERTIFICATION OF CULLEN D. SPECKHART

I, Cullen D. Speckhart, an attorney-at-law, am a member in good standing of the Bars of the Commonwealth of Virginia, the State of New York, the State of Missouri, and the District of Columbia, and have been admitted *pro hac vice* in the above-captioned chapter 11 cases. I hereby certify that:

1. I am a partner at the firm of Cooley LLP (“Cooley”) and I am duly authorized to make this Certification on behalf of Cooley. Cooley was retained by the Debtors as counsel pursuant to an order of this Court [Docket No. 213]. This certification is made in support of the *Combined Third Monthly, First Interim, and Final Application of Cooley LLP, as Counsel to the Debtors, for Compensation and Reimbursement of Expenses for the (I) Monthly Period of August 1, 2023 through August 29, 2023, and (II) First Interim and Final Period of April 30, 2023 Through August 29, 2023* (the “Application”) and in compliance with Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) of this Court.

¹ The Debtors in these chapter 7 cases, along with the last four digits of each Debtor’s federal tax identification number include: DeCurtis Holdings LLC (2384) and DeCurtis LLC (9241). The location of the Debtors’ service address in these chapter 7 cases is 3208 East Colonial Drive, Suite C190, Orlando, FL 32803.

2. I have read the Application and I certify that the Application substantially complies with the Local Rules.

Dated: September 19, 2023

COOLEY LLP

/s/ Cullen D. Speckhart

Cullen D. Speckhart